

**MINUTES OF SPECIAL MEETING
RHODE ISLAND AIRPORT CORPORATION
BOARD OF DIRECTORS
THURSDAY, JULY 5, 2012, AT 9:00 A.M.
IN THE MARY BRENNAN BOARD ROOM
T. F. GREEN AIRPORT
2000 POST ROAD, WARWICK, RHODE ISLAND**

The special meeting of the Rhode Island Airport Corporation (“Corporation”) Board of Directors was called to order by Chair, Kathleen C. Hittner, M.D., at 9:00 a.m, in the Mary Brennan Board Room at 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

BOARD MEMBERS PRESENT: Kathleen C. Hittner, M.D; Joseph M. Cianciolo; Deborah M. Thomas; Michael A. Traficante.

BOARD MEMBERS ABSENT: Bradford S. Dimeo; Michael F. Ryan; Robert D. Sangster.

ALSO PRESENT: Kevin A. Dillon, A.A.E., President and CEO; and those members listed on the attendance sheet attached hereto.

1. Open Forum:

It was noted for the record that the Open Forum would be limited to

10 minutes.

Dr. Hittner asked if anyone present wanted to speak in Open Forum.

Mr. Richard Langseth, representing the Greenwich Bay Watershed, raised his concerns regarding the posting of the agenda for the meeting, and the subjects being discussed in Executive Session. Mr. Langseth's primary concern focused on the discussion item related to the investment of public funds. Mr. Langseth questioned whether this clause was appropriate in relation to the discussion of executive search criteria.

Mr. Michael Zarum, a citizen of Warwick, presented a list of professional qualifications and experience which he felt the Board should consider when selecting a new President and CEO.

2. Action Items:

(a) Consideration of and Action Upon Appointment of an Interim President and CEO.

Dr. Hittner reported that the Corporation has two qualified candidates, noting that both individuals have the appropriate knowledge and experience to be the Corporation's Interim President and CEO. There was brief discussion on the qualifications of the two candidates, Peter A. Frazier, General Counsel, and Brian C. Schattle,

Chief Financial Officer, and also discussion of the role they both play in the day to day operation of the airport. It was noted that Peter Frazier had served as the Corporation's Interim President and CEO in 2007.

A motion was made by Ms. Thomas and seconded by Mr. Traficante to appoint Peter Frazier as the Interim President and CEO of the Rhode Island Airport Corporation. By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen C. Hittner, M.D.

Joseph M. Cianciolo

Deborah M. Thomas

Michael A. Traficante

NAYS: None

ABSTAIN: None

(b) Consideration of and Action Upon the Formation of an Executive Search Committee.

Dr. Hittner reported that the Corporation has an on-call Executive Search Firm, ADK Executive Search, who will conduct the search for the new President and CEO. Dr. Hittner reported that the recommendation is that the Board form an Executive Search

Committee, with four Board members serving on this newly formed Committee. After discussion among the Board the recommendation is that the four Board officers serve on this Committee; Dr. Kathleen C. Hittner (Board Chair); Joseph M. Cianciolo (Board Vice Chair); Deborah M. Thomas (Board Treasurer); and Bradford S. Dime (Board Secretary).

Ms. Thomas made a motion for the Rhode Island Airport Corporation Board of Directors to form an Executive Search Committee consisting of the four Board Officers. Mr. Traficante seconded the motion. The motion was passed unanimously.

3. Executive Session:

At approximately 9:22 a.m., a motion was made by Ms. Thomas and seconded by Mr. Traficante to go into Executive Session for the purposes of discussing the following items:

(a) Discussion Related to the Acquisition of Real Property for Public Purposes at T. F. Green Airport - R.I.G.L. § 42-46-5(a)(5); and

(b) Investment of Public Funds Where Premature Disclosure Would be Detrimental to the Public Interest (Executive Search Criteria) - R.I.G.L. § 42-46-5(a)(7); and

(c) Discussion Related to Job Performance – R.I.G.L. § 42-46-5(a)(1);

and

(d) Motion to Return to Open Session.

It was noted for the record, that the affected individuals had been notified in writing that the public body intended to convene in Executive Session in order to discuss their job performance and had declined to have this discussion take place in Open Session.

By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen C. Hittner, M.D.

Joseph M. Cianciolo

Deborah M. Thomas

Michael A. Traficante

NAYS: None

ABSTAIN: None

At approximately 10:00 a.m. a motion was made by Ms. Thomas and seconded by Mr. Traficante to reconvene to the Open Session. The motion was passed unanimously.

4. Post Executive Session Actions and Announcements:

(a) Motion to Seal the Minutes of the Executive Session Held on July 5, 2012.

A motion was made by Ms. Thomas and seconded by Mr. Traficante to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-4. By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen C. Hittner, M.D.

Joseph M. Cianciolo

Deborah M. Thomas

Michael A. Traficante

NAYS: None

ABSTAIN: None

(b) Report on Actions Taken in Executive Session.

There were no actions taken in Executive Session.

5. Future Meetings:

The next meeting is scheduled for Wednesday, July 18, 2012, at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island.

6. Adjournment:

Mr. Cianciolo moved to adjourn at approximately 10:02 a.m. The motion was seconded by Mr. Traficante.

Respectfully submitted,

**Kathleen C. Hittner, M.D., Chair
Rhode Island Airport Corporation**

**PUBLIC ATTENDANCE SHEET
RHODE ISLAND AIRPORT CORPORATION
SPECIAL MEETING OF THE BOARD OF DIRECTORS
ON THURSDAY, JULY 5, 2012**

NAME AFFILIATION

Peter Frazier RIAC

Brian Schattle RIAC

Robert Goff New England Parking

Laurie Brayton Senate Fiscal Office

Paul Parker Providence Journal

Richard Langseth Greenwich Bay Watershed

Michael Zarum Citizen

The minutes of the Executive Session of the Special Board Meeting of July 5, 2012, have been sealed in accordance with R.I.G.L. § 42-46-4.